FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | | | | | | | | | |
|--------------------------|-----------|--|--|--|--|--|--|--|--|
| OMB Number: | 3235-0287 | | | | | | | | |
| Estimated average burden | | | | | | | | | |
| hours per response: | 0.5 | | | | | | | | |

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| RAS DA (Fir ER STRE | st) (| Middle) | | 3. D | AYT Date o | HEO | N CC | | - | Symbol | | | | elationshi eck all app Direc | olicable) | ng Person(s) to I | ssuer | |
|--|--------------|--|--|--|---|--|--|---|--|--|--|---|--|---|--|---|---|--|
| ER STRE | ET | Middle) | | | | f Earlies | | | | | 2. Issuer Name and Ticker or Trading Symbol RAYTHEON CO/ [RTN] | | | | | | | |
| M M | Α (| | (Last) (First) (Middle) 870 WINTER STREET | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 03/29/2006 | | | | | | | | Other (specify below) President & CFO | | |
| (Street) WALTHAM MA 02451 (City) (State) (Zip) | | | | | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | ividual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| | Tabl | e I - Nor | ı-Deriv | ative | Sec | curitie | s Ac | quired, | Dis | posed o | f, or | Bene | ficial | y Own | ed | | | |
| Date | | | | th/Day/Year) if | | 2A. Deemed Execution Date, if any (Month/Day/Year) | | Code (| Transaction Disposed Of Code (Instr. 5) | | | | | Secur Benef Owner | rities ficially ed Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership | |
| | | | | | | | | Code | v | Amount | (, | A) or D) | Price | Transa | action(s) | | (Instr. 4) | |
| Common Stock 03 | | | | 29/2006 | | | | A | | 60,00 | 0 | A | \$ <mark>0</mark> | 6 | 60,000 | D | | |
| | Та | | | | | | | | | | | | | Owned | | | | |
| erivative Conversion Date Execution curity or Exercise (Month/Day/Year) if any | | Date, | Transa Code (| | | | Expiration Date (Month/Day/Year) U D S a | | | Amour | | tr. 3 | erivative ecurity | y Securities Securities Beneficially Owned Following Reported | Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| to e.cor | urity (Insti | Table urity (Instr. 3) ock Ta onversion Exercise ice of brivative (Month/Day/Year) | Table I - Nor urity (Instr. 3) Table II - I (Instr. 3) Table II - I (Instr. 3) 3A. Deeme Execution Exercise (Month/Day/Year) if any (Month/Day/Pear) if any (Month/Day/Pear) | Table I - Non-Deriv 2. Transing Date (Month/It Dock Table II - Derivati (e.g., pt Onversion Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) Grivative iccurity Table II - Derivati (e.g., pt 3. Transaction Date (Month/Day/Year) (Month/Day/Year) | Table I - Non-Derivative 2. Transaction Date (Month/Day/Yes Dock Table II - Derivative S (e.g., puts, conversion Exercise ice of conversion Exercise ice of conversion in Exercise ice of conversion in Exercise ice of conversion Exercise (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. Transaction Date (Month/Day/Year) 6. Exercise ice of conversion Exercise | Table I - Non-Derivative Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 2. 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Transaction Date (Month/Day/Year) 3. Transaction (Dode (Instr. 8)) 2. Transaction (Dode (Instr. 8)) 3. Transaction (Dode (Instr. 9)) 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following Reported Transaction(S) (Instr. 3 and 4) 6. Ownership Form: Direct (D) or indirect (D) | |

Explanation of Responses:

Remarks:

David C. Wajsgras

03/30/2006

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.